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RECORDATION NO. 26300-B FILED

JUN 15 '06

1-21 PM

SURFACE TRANSPORTATION BOARD

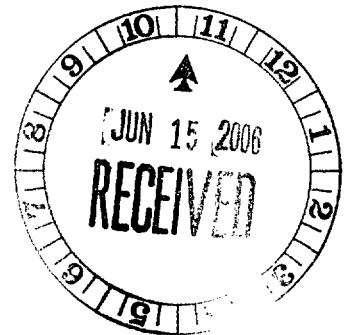
DAVID E. SINGER  
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T 312.368.3497 F 312.630.2793

[DTE/SCH.3]

June 14, 2006

**Via Overnight Delivery**

Mr. Vernon A. Williams  
Secretary  
Office of the Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one executed original and two photostatic copies of the Memorandum of Assignment of Lease, dated as of June 12, 2006 (the "Memorandum") between The CIT Group/Equipment Financing, Inc., as Transferor, and Citicorp Railmark, Inc., as Transferee, which Memorandum is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed Memorandum relates to (i) that certain Master Railcar Lease, dated as of January 23, 2001, between DTE Coal Services, Inc. ("DTE"), as lessee, and The CIT Group/Equipment Financing, Inc., as lessor (the "Lease Agreement"), and Schedule No. 03 thereto, dated as of May 22, 2001, as extended (the "Schedule"), which was entered into between The CIT Group/Equipment Financing, Inc., as lessor, and DTE, as lessee. The Schedule and the Lease Agreement, as it relates to the Schedule, are collectively referred to as the "Lease". The Lease was assigned by DTE to The Detroit Edison Company. A Memorandum of Railcar Lease with respect to the Lease and certain other schedules relating to the Lease Agreement was filed with the Surface Transportation Board on April 12, 2006 and assigned recordation number 26300.

The names and address of the parties to the enclosed Memorandum are:

Transferor: The CIT Group/Equipment Financing, Inc.  
505 Fifth Avenue  
New York, NY 10017



Mr. Vernon A. Williams  
June 14, 2006  
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Transferee: Citicorp Railmark, Inc.  
388 Greenwich Street, 20th Floor  
New York, NY 10013

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the Memorandum.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped photostatic copies of the Memorandum and the stamped photostatic copy of this letter to David Singer at DLA Piper Rudnick Gray Cary US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Memorandum of Assignment of Lease, dated as of June 12, 2006, between The CIT Group/Equipment Financing, Inc., as Transferor, and Citicorp Railmark, Inc., as Transferee.

Document to Which the Secondary Document Relates

Memorandum of Railcar Lease, dated as of March 6, 2006, between The CIT Group/Equipment Financing, Inc., as Lessor, and The Detroit Edison Company, as Lessee, which was filed with the Surface Transportation Board on April 12, 2006 and assigned recordation number 26300.

Sincerely,

DLA PIPER RUDNICK GRAY CARY US LLP

A handwritten signature in black ink, appearing to read "David E. Singer".

David E. Singer

Enclosures

JUN 15 '06

1-21 PM

## SURFACE TRANSPORTATION BOARD

[DTE/SCH.3]

## MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 12 day of June, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 505 Fifth Avenue, New York, New York 10017 (the "Transferor"), and CITICORP RAILMARK, INC., a Delaware corporation, with an address at 388 Greenwich Street, 20th Floor, New York, New York 10013 (the "Transferee" and, together with the Transferor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee entered into that certain Purchase Agreement (the "Purchase Agreement") dated as of May 1, 2006 relating to the sale by Transferor to Transferee of 116 aluminum coal gondolas identified on Schedule 1 (the "Equipment") and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, the Master Railcar Lease, dated as of January 23, 2001, between DTE Coal Services, Inc. ("DTE"), as lessee, and Transferor, as lessor (the "Lease Agreement"), and Schedule No. 03 thereto, dated as of May 22, 2001, as extended (the "Schedule"), which was entered into between Transferor, as lessor, and DTE, as lessee. The Schedule and the Lease Agreement, as it relates to the Schedule, are collectively referred to as the "Lease". The Lease was assigned by DTE to The Detroit Edison Company.

WHEREAS, the Equipment is subject to the Lease.

WHEREAS, a Memorandum of Railcar Lease with respect to the Lease and certain other schedules relating to the Lease Agreement was filed with the Surface Transportation Board on April 12, 2006 and assigned recordation number 26300.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Transferor hereby confirms the sale of the Equipment to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Purchase Agreement, and the Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT  
FINANCING, INC.

By: Nancy A. Nardella  
Name: NANCY A NARDELLA  
Title: Vice President

CITICORP RAILMARK, INC.

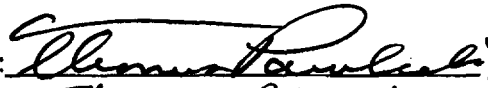
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT  
FINANCING, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

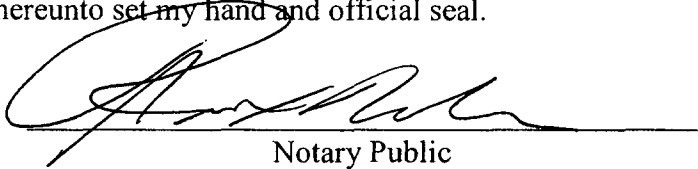
CITICORP RAILMARK, INC.

By:   
Name: THOMAS PAULICKI  
Title: SENIOR VICE PRESIDENT

STATE OF New York )  
COUNTY OF New York ) SS:

On this 12 day of June 2006 before me personally appears Nancy A. Nagdell, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

[SEAL]

My Commission expires:

**Francis X. Nolan, III**  
**Notary Public, State of New York**  
**No. 02N05026790**  
**Qualified in New York County**  
**Commission Expires June 5, 2010**

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) SS:

On this \_\_\_\_\_ day of \_\_\_\_\_, 2006 before me personally appears \_\_\_\_\_, to me personally known, who by me duly sworn, says that he is the \_\_\_\_\_ of CITICORP RAILMARK, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public

[SEAL]

My Commission expires:

STATE OF \_\_\_\_\_ )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2006 before me personally appears \_\_\_\_\_, to me personally known, who by me duly sworn, says that he/she is the \_\_\_\_\_ of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public

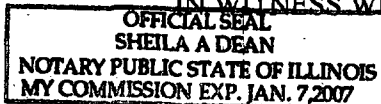
[SEAL]

My Commission expires:

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this 9<sup>TH</sup> day of JUNE, 2006 before me personally appears THOMAS PAWLICKI, to me personally known, who by me duly sworn, says that he is the SENIOR V.P. of CITICORP RAILMARK, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Sheila A. Dean  
Notary Public

[SEAL]

My Commission expires: January 7, 2007

**SCHEDULE 1**  
**TO THE MEMORANDUM OF ASSIGNMENT OF LEASE**

**EQUIPMENT**

One hundred sixteen (116) aluminum coal gondola railcars bearing the following road marks and numbers:

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
CEFX	40117	CEFX	40195	CEFX	40343
CEFX	40118	CEFX	40197	CEFX	40345
CEFX	40119	CEFX	40198	CEFX	40346
CEFX	40120	CEFX	40200	CEFX	40350
CEFX	40121	CEFX	40202	CEFX	40383
CEFX	40123	CEFX	40203	CEFX	40384
CEFX	40124	CEFX	40207	CEFX	40394
CEFX	40128	CEFX	40210	CEFX	40401
CEFX	40129	CEFX	40211	CEFX	40403
CEFX	40130	CEFX	40213	CEFX	40408
CEFX	40131	CEFX	40214	CEFX	40420
CEFX	40133	CEFX	40215	CEFX	40424
CEFX	40134	CEFX	40216	CEFX	40435
CEFX	40136	CEFX	40217	CEFX	40436
CEFX	40137	CEFX	40218	CEFX	40455
CEFX	40139	CEFX	40221	CEFX	40457
CEFX	40140	CEFX	40222	CEFX	40476
CEFX	40145	CEFX	40226	CEFX	40479
CEFX	40151	CEFX	40227	CEFX	40486
CEFX	40152	CEFX	40230	CEFX	40487
CEFX	40154	CEFX	40231	CEFX	40492
CEFX	40158	CEFX	40233	CEFX	40499
CEFX	40159	CEFX	40240	CEFX	40503
CEFX	40160	CEFX	40251	CEFX	40504
CEFX	40161	CEFX	40252	CEFX	40512
CEFX	40168	CEFX	40258	CEFX	40516
CEFX	40169	CEFX	40267	CEFX	40517
CEFX	40170	CEFX	40275	CEFX	40536
CEFX	40172	CEFX	40288	CEFX	40537
CEFX	40173	CEFX	40289	CEFX	40554
CEFX	40174	CEFX	40291	CEFX	40556
CEFX	40175	CEFX	40294	CEFX	40561
CEFX	40176	CEFX	40296	CEFX	40562
CEFX	40177	CEFX	40297	CEFX	40566
CEFX	40179	CEFX	40310	CEFX	40571
CEFX	40180	CEFX	40315	CEFX	40578
CEFX	40184	CEFX	40316	CEFX	40583
CEFX	40185	CEFX	40319	CEFX	40593
CEFX	40189	CEFX	40340		